

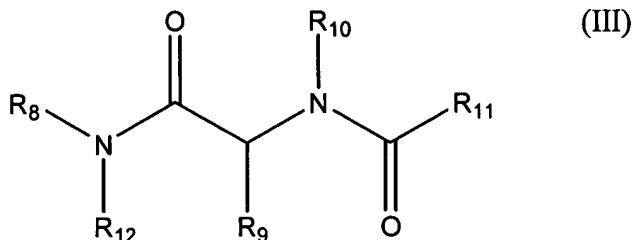
**Amendments to the Claims**

Please amend Claims 15, 71, 109, 118, 123 and 147. The Claim Listing below will replace all prior versions of the claims in the application:

**Claim Listing**

1-14. Cancelled.

15. (Currently Amended) A compound of Formula III,



or a physiologically acceptable salt thereof, wherein:

R<sub>8</sub> is an unsubstituted alkyl; an alkyl group substituted with one or more groups selected from fluoro, chloro, bromo, iodo, nitro, hydroxyl, -NR<sub>13</sub>R<sub>14</sub>, -C(O)R<sub>15</sub>, cyano and cycloalkyl; a substituted or unsubstituted aryl; an aralkyl substituted in the aromatic portion of the aralkyl; a heteroaralkyl substituted in the heteroaryl portion of the heteroaralkyl; an aralkyl or heteroaralkyl substituted in the alkyl portion of the aralkyl or heteroaralkyl with one or more groups selected from fluoro, chloro, bromo, iodo, nitro, hydroxyl, -NR<sub>13</sub>R<sub>14</sub>, -C(O)R<sub>15</sub>, cyano and cycloalkyl; or an unsubstituted aralkyl or heteroaralkyl;

R<sub>9</sub> is a substituted or unsubstituted aryl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted heteroaryl or a substituted or unsubstituted heteroaralkyl;

R<sub>10</sub> is alkyl substituted with NR<sub>13</sub>R<sub>14</sub>, a substituted or unsubstituted aryl, a substituted or unsubstituted heteroaralkyl, or a substituted or unsubstituted heterocycloalkylalkyl;

$R_{11}$  is a substituted or unsubstituted alkyl, a substituted or unsubstituted aryl, a substituted or unsubstituted aralkyl, ~~a substituted or unsubstituted cycloalkylalkyl~~, a substituted or unsubstituted heteroaryl, a substituted or unsubstituted heteroaralkyl, a substituted or unsubstituted benzophenone, or a substituted or unsubstituted cycloalkylalkyl;

$R_{12}$  is H;

~~$R_{13}$  and  $R_{14}$  together with the nitrogen to which they are attached are  $NR_{13}R_{14}$~~  is a heterocycloalkyl, and

$R_{15}$  is -H, an alkyl, an aryl or an aralkyl.

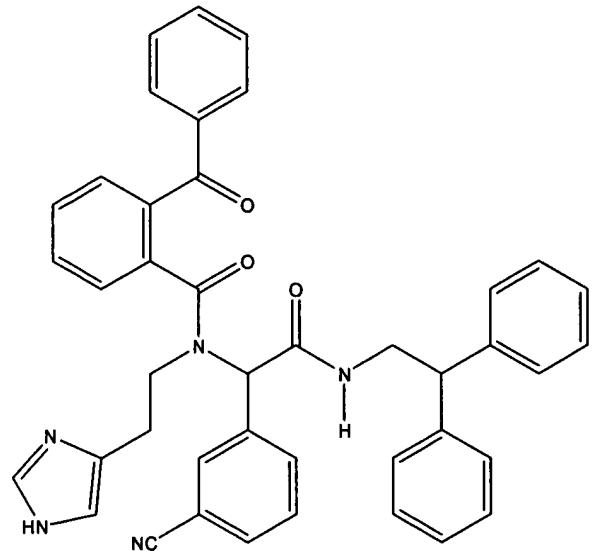
16. (Previously Presented) The compound of Claim 15, wherein  $R_8$  is substituted or unsubstituted phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, linear C<sub>1</sub>-C<sub>12</sub>-alkyl, branched C<sub>1</sub>-C<sub>12</sub>-alkyl, cyclic C<sub>3</sub>-C<sub>12</sub>-alkyl, or dicycloalkyl-C<sub>1</sub>-C<sub>4</sub>-alkyl.
17. (Previously Presented) The compound of Claim 16, wherein  $R_8$  is phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, or diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl wherein the phenyl group or phenyl groups optionally bear one or more substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub>-alkoxy, C<sub>1</sub>-C<sub>4</sub>-alkyl and cyano.
18. (Original) The compound of Claim 17, wherein the phenyl group or phenyl groups bear one or more substituents independently selected from the group consisting of methoxy, methyl, ethyl and cyano.
19. (Original) The compound of Claim 15, wherein  $R_8$  is selected from the group consisting of 2,2-diphenylethyl, 2-(4-ethylphenyl)ethyl, benzyl, diphenylmethyl, 1,2-diphenylethyl, 3,3-diphenylpropyl, 3,4,5-trimethoxybenzyl, 2,4,4-trimethylisopentyl, 2-(4-methoxyphenyl)ethyl, 2-cyclopentyl-2-phenylethyl, or 2-phenyl-2-pyridylethyl.

20. (Original) The compound of Claim 15, wherein R<sub>9</sub> is substituted or unsubstituted phenyl, substituted or unsubstituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, phenylfuranyl or heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl.
21. (Original) The compound of Claim 20, wherein R<sub>9</sub> is phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl wherein the phenyl group or phenyl groups bear one or more substituents independently selected from the group consisting of cyano, C<sub>1</sub>-C<sub>4</sub>-alkyl-S-, a halogen, a halogenated C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>1</sub>-C<sub>4</sub>-alkoxy, trifluoromethyl, and substituted and unsubstituted phenoxy.
22. (Original) The compound of Claim 20, wherein R<sub>9</sub> is phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl wherein the phenyl group or phenyl groups bear one or more substituents independently selected from the group consisting of cyano, methyl, methoxy, phenoxy, chloro-substituted phenoxy, methoxy-substituted phenoxy and methyl-substituted phenoxy.
23. (Original) The compound of Claim 15, wherein R<sub>9</sub> is phenyl, 2-cyanophenyl, 3-cyanophenyl, 4-cyanophenyl, diphenylmethyl, pyrazolylmethyl, 2,4-dimethylphenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 2-methyl-4-methoxyphenyl, 3-methyl-4-methoxyphenyl, 4-methylthiophenyl, 3-chlorophenyl, 3-trifluoromethylphenyl, benzyl, 2-trifluoromethylbenzyl, 3-trifluoromethylbenzyl, 2-chlorobenzyl, 3-chlorobenzyl, 4-chlorobenzyl, 2-methoxybenzyl, 3-methoxybenzyl, 4-methoxybenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 3-azidylphenyl, 3-(4-methoxyphenoxy)phenyl, or 5-phenylfuran-2-yl.
24. (Previously presented) The compound of Claim 15, wherein R<sub>10</sub> is substituted or unsubstituted phenyl, unsubstituted heteroaralkyl group, unsubstituted heterocycloalkylalkyl group, or an alkyl substituted with -NR<sub>13</sub>R<sub>14</sub>.

25. (Original) The compound of Claim 24, wherein R<sub>10</sub> is 2-(imidazol-4-yl)ethyl, 3-(imidazol-4-yl)propyl, 3-(imidazol-1-yl)propyl 2-(3-methylimidazol-4-yl)ethyl, 2-(morpholin-4-yl)ethyl, 2-(4-pyrazolyl)ethyl, 4-pyrazolylmethyl, 2-N,N-dimethylaminoethyl, 3-N,N-dimethylaminopropyl, or 2-(aminocarbonyl)phenyl.
26. (Original) The compound of Claim 15, wherein R<sub>11</sub> is a linear or branched C<sub>1</sub>-C<sub>4</sub>-alkyl, substituted or unsubstituted phenyl, substituted or unsubstituted benzophenonyl, pyrazolyl, aminopyrazolyl, substituted or unsubstituted indolyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, thiophenyl, quinoxaline, substituted or unsubstituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, pyridylcarbonylphenyl, phenylcarbonyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, naphthyl, naphthyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>5</sub>-C<sub>8</sub>-cycloalkyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>1</sub>-C<sub>4</sub>-alkylcarbonyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, fluorenlyl, pryrrolyl, N-methylpyrrolyl, or pyridyl.
27. (Original) The compound of Claim 26, wherein R<sub>11</sub> is a phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, phenylcarbonyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, naphthyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>5</sub>-C<sub>8</sub>-cycloalkyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, fluorenlyl or pyridyl substituted with one or more substituents independently selected from C<sub>1</sub>-C<sub>4</sub>-alkyl and C<sub>1</sub>-C<sub>4</sub>-alkoxy.
28. (Original) The compound of Claim 26, wherein R<sub>11</sub> is a benzophenonyl group, wherein said benzophenonyl group is substituted with a C<sub>1</sub>-C<sub>4</sub>-alkoxy group, a C<sub>1</sub>-C<sub>4</sub>-alkyl group or a chlorine atom.
29. (Original) The compound of Claim 15, wherein R<sub>11</sub> is benzophenon-2-yl, 4'-methoxybenzophenon-2-yl, 4'-chlorobenzophenon-2-yl, 2-(furan-2-yl)phenyl, 2-(thiophen-2-yl)phenyl, 2-benzylphenyl, 2-pyridylcarbonylphenyl, 2-(phenoxyethyl)phenyl, 2-(*t*-butylcarbonyl)phenyl, 2,2-diphenylethyl, 1-fluorenlyl, (naphth-2-yl)methyl, naphth-1-yl, 3-(phenylcarbonyl)propyl, 4-phenylbutyl, 4-butylphenyl, 2-(4-chlorophenylcarbonyl)phenyl, 3-methoxyphenyl, N-methylpyrrol-2-yl, 2,3-dimethoxyphenyl, 3-butyl-2-pyridyl, 2-naphthylmethyl, 2-cyclohexylethyl, 3-methoxyphenyl, N-methyl-2-pyrrolyl, 2-cyclopentylethyl, 3-oxobutyl, 2-benzopyrazyl,

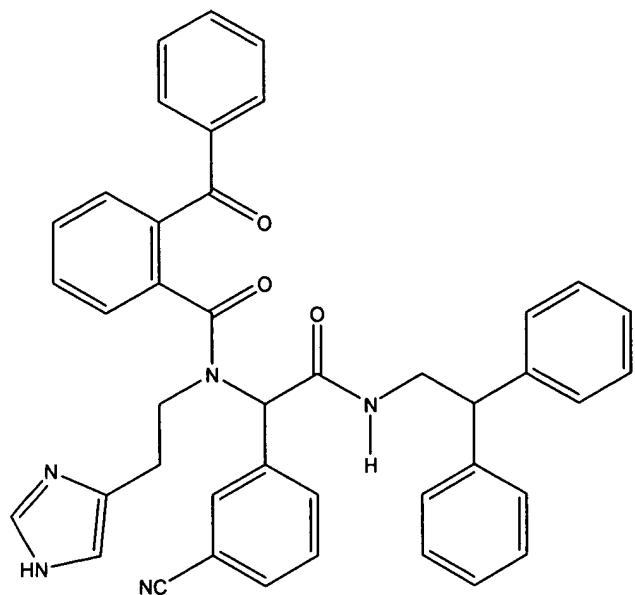
quinoxalin-2-yl, 3-idolyl, (2-methylindol-3-yl)methyl, 3-(indol-3-yl)propyl, (indol-3-yl)methyl, (5-bromoindol-3-yl)methyl, 3-chlorophenyl, 3-aminopyrazol-4-yl, 2-(indol-3-yl)-1-hydroxyethyl, 3-fluorophenyl, 1-phenyl-1-hydroxymethyl, 2-phenylphenyl, 2-phenoxyphenyl, thiophen-2-yl, or isopropyl.

30. (Previously Presented) A composition comprising an enantiomeric mixture of a compound represented by the following structural formula:



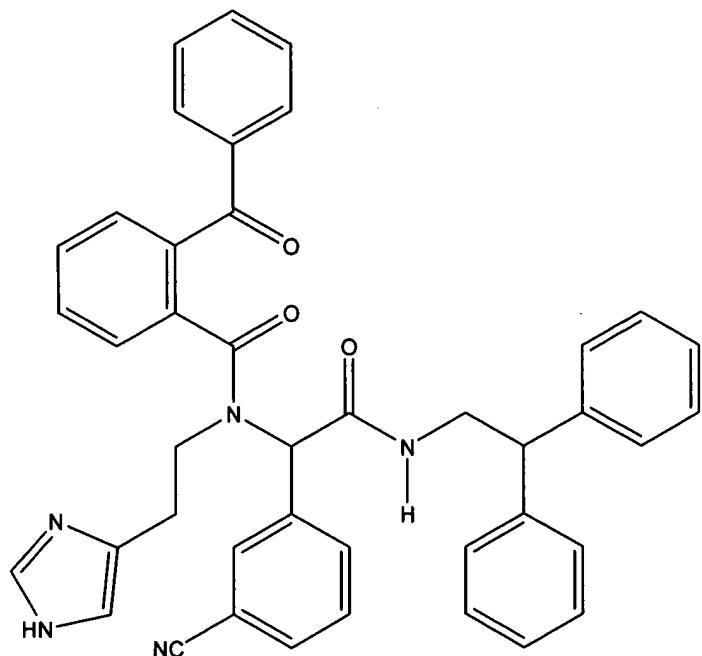
or a physiologically acceptable salt thereof.

31. (Previously Presented) A compound which has a positive specific rotation, wherein the compound is represented by the following structural formula:



or a physiologically acceptable salt thereof.

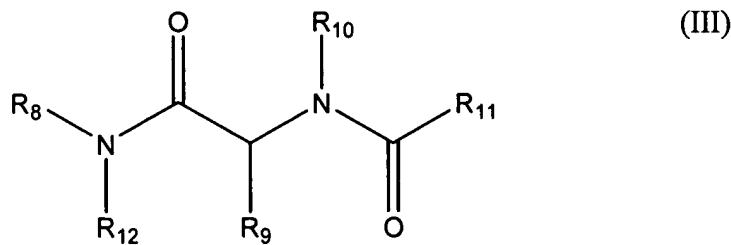
32. (Previously Presented) A compound which has a negative specific rotation, wherein the compound is represented by the following structural formula:



or a physiologically acceptable salt thereof.

33-70. Cancelled.

71. (Currently Amended) A method of treating a TNF- $\alpha$  mediated condition in a patient, wherein the TNF-mediated disease is rheumatoid arthritis, sepsis, inflammatory bowel disease, allergic encephalitis or multiple sclerosis, comprising administering to the patient a therapeutically effective amount of a compound of Formula III,



or a physiologically acceptable salt thereof, wherein:

R<sub>8</sub> is an unsubstituted alkyl; an alkyl group substituted with one or more groups selected from fluoro, chloro, bromo, iodo, nitro, hydroxyl, -NR<sub>13</sub>R<sub>14</sub>, -C(O)R<sub>15</sub>, cyano and cycloalkyl; a substituted or unsubstituted aryl; an aralkyl substituted in the aromatic portion of the aralkyl; a heteroaralkyl substituted in the heteroaryl portion of the heteroaralkyl; an aralkyl or heteroaralkyl substituted in the alkyl portion of the aralkyl or heteroaralkyl with one or more groups selected from fluoro, chloro, bromo, iodo, nitro, hydroxyl, -NR<sub>13</sub>R<sub>14</sub>, -C(O)R<sub>15</sub>, cyano and cycloalkyl; or an unsubstituted aralkyl or heteroaralkyl;

R<sub>9</sub> is a substituted or unsubstituted aryl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted heteroaryl or a substituted or unsubstituted heteroaralkyl;

R<sub>10</sub> is alkyl substituted with NR<sub>13</sub>R<sub>14</sub>, a substituted or unsubstituted aryl, a substituted or unsubstituted heteroaralkyl, or a substituted or unsubstituted heterocycloalkylalkyl;

R<sub>11</sub> is a substituted or unsubstituted alkyl, a substituted or unsubstituted aryl, a substituted or unsubstituted aralkyl, ~~a substituted or unsubstituted cycloalkylalkyl~~, a substituted or unsubstituted heteroaryl, a substituted or unsubstituted heteroaralkyl, a substituted or unsubstituted benzophenyl, or a substituted or unsubstituted cycloalkylalkyl;

R<sub>12</sub> is -H;

~~R<sub>13</sub> and R<sub>14</sub> together with the nitrogen to which they are attached are NR<sub>13</sub>R<sub>14</sub>~~ is a heterocycloalkyl, and

R<sub>15</sub> is -H, an alkyl, an aryl or an aralkyl.

72. (Previously Presented) The method of Claim 71, wherein R<sub>8</sub> is substituted or unsubstituted phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, linear C<sub>1</sub>-C<sub>12</sub>-alkyl, branched C<sub>1</sub>-C<sub>12</sub>-alkyl, cyclic C<sub>3</sub>-C<sub>12</sub>-alkyl, or dicycloalkyl-C<sub>1</sub>-C<sub>4</sub>-alkyl.
73. (Previously Presented) The method of Claim 72, wherein R<sub>8</sub> is phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, or diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl wherein the phenyl group or phenyl groups bear one or more substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub>-alkoxy, C<sub>1</sub>-C<sub>4</sub>-alkyl and cyano.
74. (Previously Presented) The method of Claim 73, wherein the phenyl group or phenyl groups bear one or more substituents independently selected from the group consisting of methoxy, methyl and cyano.
75. (Previously Presented) The method of Claim 71, wherein R<sub>8</sub> is selected from the group consisting of 2,2-diphenylethyl, 2-(4-ethylphenyl)ethyl, benzyl, diphenylmethyl, 1,2-diphenylethyl, 3,3-diphenylpropyl, 3,4,5-trimethoxybenzyl, 2,4,4-trimethylisopentyl, 2-(4-methoxyphenyl)ethyl, 2-cyclopentyl-2-phenylethyl, or 2-phenyl-2-pyridylethyl.
76. (Previously Presented) The method of Claim 71 wherein R<sub>9</sub> is substituted or unsubstituted phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, phenylfuranyl or heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl.
77. (Previously Presented) The method of Claim 76, wherein R<sub>9</sub> is phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl wherein the phenyl group or phenyl groups bear one or more substituents independently selected from the group consisting of cyano, C<sub>1</sub>-C<sub>4</sub>-alkyl-S-, a halogen C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>1</sub>-C<sub>4</sub>-alkoxy, trifluoromethyl, and substituted and unsubstituted phenoxy.
78. (Previously Presented) The method of Claim 76, wherein R<sub>9</sub> is phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl wherein the phenyl group or phenyl groups bear one or more

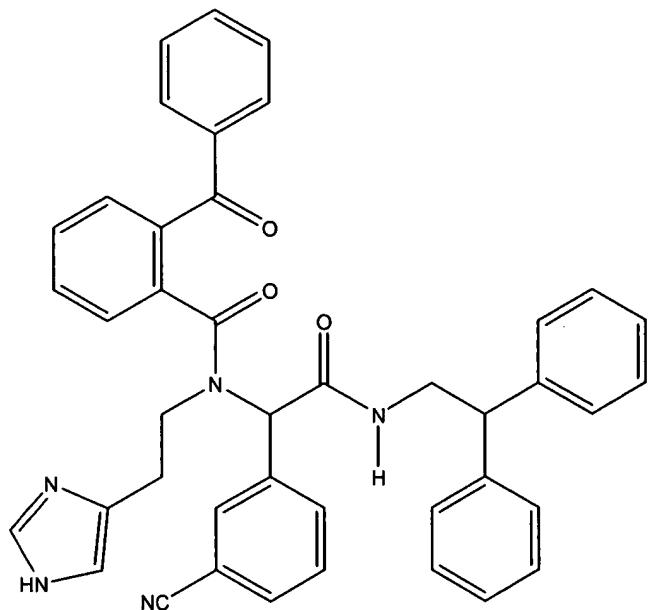
substituents independently selected from the group consisting of cyano, methyl, methoxy, phenoxy, chloro-substituted phenoxy, methoxy-substituted phenoxy and methyl-substituted phenoxy.

79. (Previously Presented) The method of Claim 71, wherein R<sub>9</sub> is phenyl, 2-cyanophenyl, 3-cyanophenyl, 4-cyanophenyl, diphenylmethyl, pyrazolylmethyl, 2,4-dimethylphenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 2-methyl-4-methoxyphenyl, 3-methyl-4-methoxyphenyl, 4-methylthiophenyl, 3-chlorophenyl, 3-trifluoromethylphenyl, benzyl, 2-trifluoromethylbenzyl, 3-trifluoromethylbenzyl, 2-chlorobenzyl, 3-chlorobenzyl, 4-chlorobenzyl, 2-methoxybenzyl, 3-methoxybenzyl, 4-methoxybenzyl, 2-fluorobenzyl, 3-fluorobenzyl, 4-fluorobenzyl, 3-azidylphenyl, 3-(4-methoxyphenoxy)phenyl, or 5-phenylfuran-2-yl.
80. (Previously Presented) The method of Claim 71, wherein R<sub>10</sub> is substituted or unsubstituted phenyl, unsubstituted heteroaraalkyl group, unsubstituted heterocycloalkylalkyl group, or an alkyl substituted with -NR<sub>13</sub>R<sub>14</sub>.
81. (Original) The method of Claim 80, wherein R<sub>10</sub> is 2-(imidazol-4-yl)ethyl, 3-(imidazol-4-yl)propyl, 3-(imidazol-1-yl)propyl 2-(3-methylimidazol-4-yl)ethyl, 2-(morpholin-4-yl)ethyl, 2-(4-pyrazolyl)ethyl, 4-pyrazolylmethyl, 2-N,N-dimethylaminoethyl, 3-N,N-dimethylaminopropyl, and 2-(aminocarbonyl)phenyl.
82. (Original) The method of Claim 71, wherein R<sub>11</sub> is a linear or branched C<sub>1</sub>-C<sub>4</sub>-alkyl, substituted or unsubstituted phenyl, substituted or unsubstituted benzophenonyl, pyrazolyl, aminopyrazolyl, substituted or unsubstituted indolyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, thiophenyl, quinoxaline, substituted or unsubstituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, pyridylcarbonylphenyl, phenylcarbonyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, naphthyl, naphthyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>5</sub>-C<sub>8</sub>-cycloalkyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>1</sub>-C<sub>4</sub>-alkylcarbonyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, fluorenyl, pryrrolyl, N-methylpyrrolyl, or pyridyl.

83. (Original) The method of Claim 82, wherein R<sub>11</sub> is a phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, phenylcarbonyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, naphthyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>5</sub>-C<sub>8</sub>-cycloalkyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, fluorenyl or pyridyl substituted with one or more substituents independently selected from C<sub>1</sub>-C<sub>4</sub>-alkyl and C<sub>1</sub>-C<sub>4</sub>-alkoxy.
84. (Original) The method of Claim 82, wherein R<sub>11</sub> is a benzophenyl group, wherein said benzophenyl group is substituted with a C<sub>1</sub>-C<sub>4</sub>-alkoxy group, a C<sub>1</sub>-C<sub>4</sub>-alkyl group or a chlorine atom.
85. (Original) The method of Claim 71, wherein R<sub>11</sub> is benzophenon-2-yl, 4'-methoxybenzophenon-2-yl, 4'-chlorobenzophenon-2-yl, 2-(furan-2-yl)phenyl, 2-(thiophen-2-yl)phenyl, 2-benzylphenyl, 2-pyridylcarbonylphenyl, 2-(phenoxyethyl)phenyl, 2-(*t*-butylcarbonyl)phenyl, 2,2-diphenylethyl, 1-fluorenyl, (naphth-2-yl)methyl, naphth-1-yl, 3-(phenylcarbonyl)propyl, 4-phenylbutyl, 4-butylphenyl, 2-(4-chlorophenylcarbonyl)phenyl, 3-methoxyphenyl, N-methylpyrrol-2-yl, 2,3-dimethoxyphenyl, 3-butyl-2-pyridyl, 2-naphthylmethyl, 2-cyclohexylethyl, 3-methoxyphenyl, N-methyl-2-pyrrolyl, 2-cyclopentylethyl, 3-oxobutyl, 2-benzopyrazyl, quinoxalin-2-yl, 3-idolyl, (2-methylindol-3-yl)methyl, 3-(indol-3-yl)propyl, (indol-3-yl)methyl, (5-bromoindol-3-yl)methyl, 3-chlorophenyl, 3-aminopyrazol-4-yl, 2-(indol-3-yl)-1-hydroxyethyl, 3-fluorophenyl, 1-phenyl-1-hydroxymethyl, 2-phenylphenyl, 2-phenoxyphenyl, thiophen-2-yl, or isopropyl.

86-97. Cancelled.

98. (Previously Presented) A method of treating a TNF- $\alpha$  mediated condition in a patient, wherein the TNF-mediated disease is rheumatoid arthritis, sepsis, inflammatory bowel disease, allergic encephalitis or multiple sclerosis, comprising the step of administering to the patient a therapeutically effective amount of a compound represented by the following structural formula:



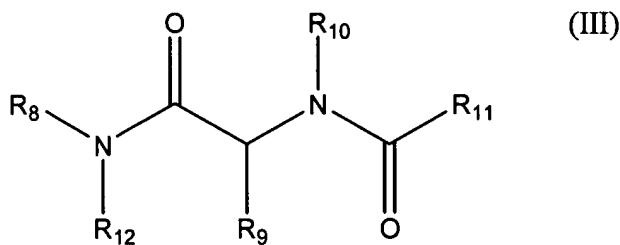
or a physiologically acceptable salt thereof.

99. (Original) The method of Claim 98, wherein the compound has a positive specific rotation.

100. (Original) The method of Claim 98, wherein the compound has a negative specific rotation.

101-108. Cancelled.

109. (Currently Amended) A compound according to Formula III:



or a physiologically acceptable salt thereof, wherein;

$R_8$  is an unsubstituted alkyl; an alkyl group substituted with one or more groups selected from fluoro, chloro, bromo, iodo, nitro, hydroxyl,  $-NR_{13}R_{14}$ ,  $-C(O)R_{15}$ , cyano and cycloalkyl; a substituted or unsubstituted aryl; an aralkyl substituted in the aromatic portion of the aralkyl; a heteroaralkyl substituted in the heteraryl portion of the heteroaralkyl; or an unsubstituted aralkyl or heteroaralkyl;

$R_9$  is a substituted or unsubstituted aryl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted heteroaryl or a substituted or unsubstituted heteroaralkyl;

$R_{10}$  is an alkyl substituted with  $NR_{13}R_{14}$  or a substituted or unsubstituted heteroaralkyl;

$R_{11}$  is a substituted or unsubstituted alkyl, substituted or unsubstituted aryl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted cycloalkylalkyl, or a substituted or unsubstituted benzophenone or a substituted or unsubstituted cycloalkyl;

$R_{12}$  is H;

~~$R_{13}$  and  $R_{14}$  together with the nitrogen to which they are attached are  $NR_{13}R_{14}$~~  is a heterocycloalkyl, and

$R_{15}$  is -H, an alkyl, an aryl or an aralkyl.

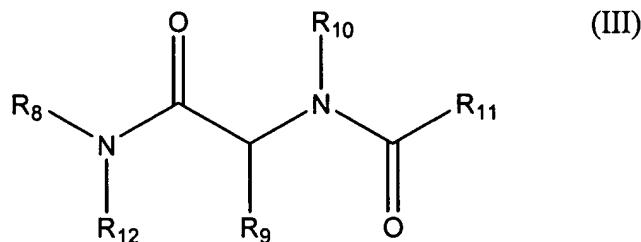
110. (Previously Presented) A compound according to Claim 109 wherein  $R_{10}$  is an unsubstituted heteroaralkyl.
111. (Previously Presented) A compound according to Claim 110 wherein said heteroaralkyl is  $C_{1-6}$  alkyl pyridyl,  $C_{1-6}$  alkyl pyrimidyl,  $C_{1-6}$  alkyl quinolyl,  $C_{1-6}$  alkyl isoquinolyl,  $C_{1-6}$

alkyl pyrrolyl, C<sub>1-6</sub> alkyl quinoxalyl, C<sub>1-6</sub> alkyl imidazolyl, C<sub>1-6</sub> alkyl oxazolyl, C<sub>1-6</sub> alkyl isoxazolyl, C<sub>1-6</sub> alkyl pyrazolyl, C<sub>1-6</sub> alkyl thienyl, C<sub>1-6</sub> alkyl furanyl, C<sub>1-6</sub> alkyl pyrazolyl, C<sub>1-6</sub> alkyl thiadiazolyl, C<sub>1-6</sub> alkyl oxadiazolyl, C<sub>1-6</sub> alkyl indazolyl, C<sub>1-6</sub> alkyl thiazolyl, C<sub>1-6</sub> alkyl isothiazolyl, C<sub>1-6</sub> alkyl tetrazolyl, C<sub>1-6</sub> alkyl benzo (b) thienyl, C<sub>1-6</sub> alkyl benzimidazolyl, C<sub>1-6</sub> alkyl benzoxazolyl, C<sub>1-6</sub> alkyl benzothiazolyl, C<sub>1-6</sub> alkyl benzothiadiazolyl, C<sub>1-6</sub> alkyl benzoxadiazolyl, C<sub>1-6</sub> alkyl indolyl, C<sub>1-6</sub> alkyl tetrahydroindolyl, C<sub>1-6</sub> alkyl azaindolyl, C<sub>1-6</sub> alkyl indazolyl, C<sub>1-6</sub> alkyl quinolinyl, C<sub>1-6</sub> alkyl imidazopyridyl, C<sub>1-6</sub> alkyl puryl, C<sub>1-6</sub> alkyl pyrrolo[2,3-d]pyrimidyl, C<sub>1-6</sub> alkyl pyrazolo[3,4-d]pyrimidyl.

112. (Previously Presented) A compound according to Claim 111 wherein R<sub>9</sub> is unsubstituted or substituted aryl.
113. (Previously Presented) A compound according to Claim 112 wherein R<sub>9</sub> is substituted or unsubstituted phenyl.
114. (Previously Presented) A compound according to Claim 110 wherein R<sub>11</sub> is an unsubstituted or substituted benzophenyl, pyrazolyl, aminopyrazolyl, substituted or unsubstituted indolyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, thiophenyl, quinoxaline, substituted or unsubstituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, pyridylcarbonylphenyl, phenylcarbonyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, naphthyl, naphthyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>5</sub>-C<sub>8</sub>-cycloalkyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>1</sub>-C<sub>4</sub>-alkylcarbonyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, fluorenyl, pryrrolyl, N-methylpyrrolyl, or pyridyl.
115. (Previously Presented) A compound according to Claim 114 wherein R<sub>11</sub> is unsubstituted or substituted benzophenyl.
116. (Previously Presented) A compound according to Claim 109 wherein R<sub>8</sub> is phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, or diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl wherein the phenyl group or phenyl groups optionally bear one or more substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub>-alkoxy, C<sub>1</sub>-C<sub>4</sub>-alkyl and cyano.

117. (Previously Presented) The compound of Claim 116, wherein R<sub>8</sub> is selected from the group consisting of 2,2-diphenylethyl, 2-(4-ethylphenyl)ethyl, benzyl, diphenylmethyl, 1,2-diphenylethyl, 3,3-diphenylpropyl, 3,4,5-trimethoxybenzyl, 2,4,4-trimethylisopentyl, 2-(4-methoxyphenyl)ethyl, 2-cyclopentyl-2-phenylethyl, or 2-phenyl-2-pyridylethyl.

118. (Currently Amended) A compound according to formula:



or a physiologically acceptable salt thereof, wherein;

R<sub>8</sub> is an unsubstituted alkyl; an alkyl group substituted with one or more groups selected from fluoro, chloro, bromo, iodo, nitro, hydroxyl, -NR<sub>13</sub>R<sub>14</sub>, -C(O)R<sub>15</sub>, cyano and cycloalkyl; a substituted or unsubstituted aryl; an aralkyl substituted in the aromatic portion of the aralkyl; a heteroaralkyl substituted in the heteraryl portion of the heteroaralkyl; or an unsubstituted aralkyl or heteroaralkyl;

R<sub>9</sub> is a substituted or unsubstituted phenyl;

R<sub>10</sub> is a C<sub>1</sub>-C<sub>6</sub> alkyl imidazolyl;

R<sub>11</sub> is a substituted or unsubstituted alkyl, substituted or unsubstituted aryl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted benzophenone or a substituted or unsubstituted cycloalkylalkyl cycloalkyl; and

R<sub>12</sub> is H,

~~R<sub>13</sub> and R<sub>14</sub> together with the nitrogen to which they are attached are NR<sub>13</sub>R<sub>14</sub>~~ is a heterocycloalkyl, and

R<sub>15</sub> is -H, an alkyl, an aryl or an aralkyl.

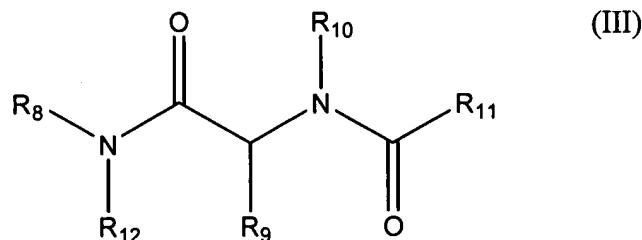
119. (Previously Presented) A compound according to Claim 118 wherein R<sub>8</sub> is phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, or diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl wherein the phenyl group or phenyl groups bear one or more substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub>-alkoxy, C<sub>1</sub>-C<sub>4</sub>-alkyl and cyano.

120. (Previously Presented) The compound of Claim 119, wherein R<sub>8</sub> is selected from the group consisting of 2,2-diphenylethyl, 2-(4-ethylphenyl)ethyl, benzyl, diphenylmethyl, 1,2-diphenylethyl, 3,3-diphenylpropyl, 3,4,5-trimethoxybenzyl, 2,4,4-trimethylisopentyl, 2-(4-methoxyphenyl)ethyl, 2-cyclopentyl-2-phenylethyl, or 2-phenyl-2-pyridylethyl.

121. (Previously Presented) A compound according to Claim 118 wherein R<sub>11</sub> is an unsubstituted or substituted benzophenonyl, pyrazolyl, aminopyrazolyl, substituted or unsubstituted indolyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, thiophenyl, quinoxaline, substituted or unsubstituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, pyridylcarbonylphenyl, phenylcarbonyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, naphthyl, naphthyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>5</sub>-C<sub>8</sub>-cycloalkyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>1</sub>-C<sub>4</sub>-alkylcarbonyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, fluorenyl, pryrrolyl, N-methylpyrrolyl, or pyridyl.

122. (Previously Presented) A compound according to Claim 121 wherein R<sub>11</sub> is substituted or unsubstituted benzophenonyl.

123. (Currently Amended) A method of treating a TNF- $\alpha$  mediated condition in a patient, wherein the TNF-mediated disease is rheumatoid arthritis, sepsis, inflammatory bowel disease, allergic encephalitis or multiple sclerosis, comprising administering to a patient a therapeutically effective amount of:



or a physiologically acceptable salt thereof, wherein

$R_8$  is an unsubstituted alkyl; an alkyl group substituted with one or more groups selected from fluoro, chloro, bromo, iodo, nitro, hydroxyl,  $-NR_{13}R_{14}$ ,  $-C(O)R_{15}$ , cyano and cycloalkyl; a substituted or unsubstituted aryl; an aralkyl substituted in the aromatic portion of the aralkyl; a heteroaralkyl substituted in the heteroaryl portion of the heteroaralkyl; or an unsubstituted aralkyl or heteroaralkyl;

$R_9$  is a substituted or unsubstituted aryl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted heteroaryl or a substituted or unsubstituted heteroaralkyl;

$R_{10}$  is an alkyl substituted with  $NR_{13}R_{14}$ , or a substituted or unsubstituted heteroaralkyl;

$R_{11}$  is a substituted or unsubstituted alkyl, substituted or unsubstituted aryl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted cycloalkylalkyl, or a substituted or unsubstituted benzophenone or a substituted or unsubstituted cycloalkyl;

$R_{12}$  is -H; and

$R_{13}$  and  $R_{14}$  together with the nitrogen to which they are attached are  $NR_{13}R_{14}$  is a heterocycloalkyl, and

$R_{15}$  is -H, an alkyl, an aryl or an aralkyl.

124. (Previously Presented) The method according to Claim 123 wherein  $R_{10}$  is an unsubstituted heteroaralkyl.

125. Cancelled.

126. (Previously Presented) The method according to Claim 124 wherein said heteroaraalkyl is  $C_{1-6}$  alkyl pyridyl,  $C_{1-6}$  alkyl pyrimidyl,  $C_{1-6}$  alkyl quinolyl,  $C_{1-6}$  alkyl isoquinolyl,  $C_{1-6}$  alkyl pyrrolyl,  $C_{1-6}$  alkyl quinoxalyl,  $C_{1-6}$  alkyl imidazolyl,  $C_{1-6}$  alkyl oxazolyl,  $C_{1-6}$  alkyl isoxazolyl,  $C_{1-6}$  alkyl pyrazolyl,  $C_{1-6}$  alkyl thienyl,  $C_{1-6}$  alkyl furanyl,  $C_{1-6}$  alkyl pyrazolyl,  $C_{1-6}$  alkyl thiadiazolyl,  $C_{1-6}$  alkyl oxadiazolyl,  $C_{1-6}$  alkyl indazolyl,  $C_{1-6}$  alkyl thiazolyl,  $C_{1-6}$  alkyl isothiazolyl,  $C_{1-6}$  alkyl tetrazolyl,  $C_{1-6}$  alkyl benzo (b) thienyl,  $C_{1-6}$  alkyl benzimidazolyl,  $C_{1-6}$  alkyl benzoxazolyl,  $C_{1-6}$  alkyl benzothiazolyl,  $C_{1-6}$  alkyl

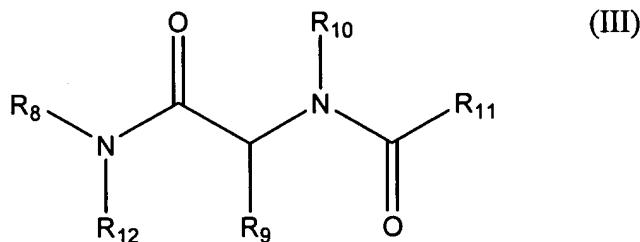
benzothiadiazolyl, C<sub>1-6</sub> alkyl benzoxadiazolyl, C<sub>1-6</sub> alkyl indolyl, C<sub>1-6</sub> alkyl tetrahydroindolyl, C<sub>1-6</sub> alkyl azaindolyl, C<sub>1-6</sub> alkyl indazolyl, C<sub>1-6</sub> alkyl quinolinyl, C<sub>1-6</sub> alkyl imidazopyridyl, C<sub>1-6</sub> alkyl puryl, C<sub>1-6</sub> alkyl pyrrolo[2,3-d]pyrimidyl, or C<sub>1-6</sub> alkyl pyrazolo[3,4-d]pyrimidyl.

127. (Previously Presented) The method according to Claim 126 wherein R<sub>9</sub> is unsubstituted or substituted aryl.
128. (Previously Presented) The method according to Claim 127 wherein R<sub>9</sub> is substituted or unsubstituted phenyl.
129. (Previously Presented) The method according to Claim 123 wherein R<sub>11</sub> is an unsubstituted or substituted benzophenyl, pyrazolyl, aminopyrazolyl, substituted or unsubstituted indolyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, thiophenyl, quinoxaline, substituted or unsubstituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, pyridylcarbonylphenyl, phenylcarbonyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, naphthyl, naphthyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>5</sub>-C<sub>8</sub>-cycloalkyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>1</sub>-C<sub>4</sub>-alkylcarbonyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, fluorenyl, pryrrolyl, N-methylpyrrolyl, or pyridyl.
130. (Previously Presented) The method according to Claim 129 wherein R<sub>11</sub> is unsubstituted or substituted benzophenyl.
131. (Previously Presented) The method according to Claim 123 wherein R<sub>8</sub> is phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, or diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl wherein the phenyl group or phenyl groups optionally bear one or more substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub>-alkoxy, C<sub>1</sub>-C<sub>4</sub>-alkyl and cyano.
132. (Previously Presented) The method of Claim 131, wherein the phenyl group or phenyl groups optionally bear one or more substituents independently selected from the group consisting of methoxy, methyl, ethyl and cyano.

133. (Previously Presented) The method of Claim 131, wherein R<sub>8</sub> is selected from the group consisting of 2,2-diphenylethyl, 2-(4-ethylphenyl)ethyl, benzyl, diphenylmethyl, 1,2-diphenylethyl, 3,3-diphenylpropyl, 3,4,5-trimethoxybenzyl, 2,4,4-trimethylisopentyl, 2-(4-methoxyphenyl)ethyl, 2-cyclopentyl-2-phenylethyl, or 2-phenyl-2-pyridylethyl.

134-146. Cancelled.

147. (Currently Amended) A method of treating a TNF- $\alpha$  mediated condition in a patient, wherein the TNF-mediated disease is rheumatoid arthritis, sepsis, inflammatory bowel disease, allergic encephalitis or multiple sclerosis, comprising administering to a patient a therapeutically effective amount of formula:



or a physiologically acceptable salt thereof, wherein;

R<sub>8</sub> is an unsubstituted alkyl; an alkyl group substituted with one or more groups selected from fluoro, chloro, bromo, iodo, nitro, hydroxyl, -NR<sub>13</sub>R<sub>14</sub>, -C(O)R<sub>15</sub>, cyano and cycloalkyl; a substituted or unsubstituted aryl; an aralkyl substituted in the aromatic portion of the aralkyl; a heteroaralkyl substituted in the heteroaryl portion of the heteroaralkyl; or an unsubstituted aralkyl or heteroaralkyl;

R<sub>9</sub> is a substituted or unsubstituted phenyl;

R<sub>10</sub> is a C<sub>1</sub>-C<sub>6</sub> alkyl imidazolyl;

R<sub>11</sub> is a substituted or unsubstituted alkyl, substituted or unsubstituted aryl, a substituted or unsubstituted aralkyl, a substituted or unsubstituted benzophenone or a substituted or unsubstituted cycloalkylalkyl cycloalkyl;

R<sub>12</sub> is hydrogen; and

~~R<sub>13</sub> and R<sub>14</sub> together with the nitrogen to which they are attached are NR<sub>13</sub>R<sub>14</sub> is a heterocycloalkyl, and~~

R<sub>15</sub>-H, an alkyl, an aryl or an aralkyl.

148. (Previously Presented) The method according to Claim 147 wherein R<sub>8</sub> is is phenyl, phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, or diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl wherein the phenyl group or phenyl groups bear one or more substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub>-alkoxy, C<sub>1</sub>-C<sub>4</sub>-alkyl and cyano.
149. (Previously Presented) The method according to Claim 148, wherein R<sub>8</sub> is selected from the group consisting of 2,2-diphenylethyl, 2-(4-ethylphenyl)ethyl, benzyl, diphenylmethyl, 1,2-diphenylethyl, 3,3-diphenylpropyl, 3,4,5-trimethoxybenzyl, 2,4,4-trimethylisopentyl, 2-(4-methoxyphenyl)ethyl, 2-cyclopentyl-2-phenylethyl, or 2-phenyl-2-pyridylethyl.
150. (Previously Presented) The method according to Claim 147 wherein R<sub>11</sub> is an unsubstituted or substituted benzophenonyl, pyrazolyl, aminopyrazolyl, substituted or unsubstituted indolyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, thiophenyl, quinoxaline, substituted or unsubstituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, pyridylcarbonylphenyl, phenylcarbonyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, naphthyl, naphthyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, diphenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>5</sub>-C<sub>8</sub>-cycloalkyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, C<sub>1</sub>-C<sub>4</sub>-alkylcarbonyl-C<sub>1</sub>-C<sub>4</sub>-alkyl, fluorenyl, pryrrolyl, N-methylpyrrolyl, or pyridyl.
151. (Previously Presented) The method according to Claim 150 wherein R<sub>11</sub> is substituted or unsubstituted benzophenonyl.

152-160. Cancelled.